



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 March 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Meituan

Date Submitted: 11 April 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	WVR ordinary shares	Class of shares	Class B	Listed on SEHK (Note 1)	Yes	
Stock code	03690	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	9,264,431,217	USD	0.00001	USD	92,644.31	
Increase / decrease (-)				USD		
Balance at close of the month	9,264,431,217	USD	0.00001	USD	92,644.31	

2. Type of shares	WVR ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	735,568,783	USD	0.00001	USD	7,355.69	
Increase / decrease (-)				USD		
Balance at close of the month	735,568,783	USD	0.00001	USD	7,355.69	

Total authorised/registered share capital at the end of the month: USD 100,000

II. Movements in Issued Shares

1. Type of shares	WVR ordinary shares	Class of shares	Class B	Listed on SEHK (Note 1)	Yes	
Stock code	03690	Description				
Balance at close of preceding month		5,552,260,173				
Increase / decrease (-)		66,661,586				
Balance at close of the month		5,618,921,759				

2. Type of shares	WVR ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description				
Balance at close of preceding month		640,919,783				
Increase / decrease (-)		-18,400,000				
Balance at close of the month		622,519,783				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		WVR ordinary shares		Class of shares		Class B		Shares issuable to be listed on SEHK (Note 1)		Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)				03690								
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month				
1).	Pre-IPO employee stock incentive scheme (adopted on 06/10/2015 as amended from time to time)	24,055,614	Exercised	-135,656	23,919,956	135,656	23,919,956	0				
			Lapsed	-2								
General Meeting approval date (if applicable) _____												
2).	Post-IPO share option scheme (adopted on 30/08/2018)	2,237,059			2,237,059	0	2,237,059	472,619,855				
General Meeting approval date (if applicable) _____												

Total A (WVR ordinary shares Class B): 135,656

Total funds raised during the month from exercise of options: HKD 2,696,693.45

Remarks:

As of 31 March 2023, (i) 23,919,956 shares of the issuer may be issued pursuant to the share options granted under the issuer's pre-IPO employee stock incentive scheme; (ii) 2,237,059 shares of the issuer may be issued pursuant to the issuer's post-IPO share option scheme.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	WVR ordinary shares	Class of shares	Class B	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		03690					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Zero coupon convertible bonds due 2027	USD	1,483,600,000			1,483,600,000	0	26,734,628
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)	40660						
Subscription/Conversion price	HKD 431.24						
General Meeting approval date (if applicable)	20 May 2020						
2). Zero coupon convertible bonds due 2028	USD	1,500,000,000			1,500,000,000	0	27,030,158
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)	40661						
Subscription/Conversion price	HKD 431.24						
General Meeting approval date (if applicable)	20 May 2020						

Total C (WVR ordinary shares Class B): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	WVR ordinary shares	Class of shares	Class B	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		03690				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Pre-IPO employee stock incentive scheme – restricted share units (adopted on 6/10/2015 as amended from time to time)			2,414,167	6,285,463	
2).	Post-IPO share award scheme (adopted on 30/8/2018 as amended from time to time)			45,711,763	67,346,035	

Total D (WVR ordinary shares Class B): 48,125,930

Remarks:

As of 31 March 2023, (i) 6,285,463 shares of the issuer may be issued pursuant to the restricted share units granted under the issuer's pre-IPO employee stock incentive scheme; and (ii) 67,346,035 shares of the issuer may be issued pursuant to the issuer's post-IPO share award scheme.

15,000 restricted share units granted pursuant to the issuer's pre-IPO employee stock incentive scheme were forfeited during the month. 1,147,434 share awards granted pursuant to the post-IPO share award scheme were forfeited during the month.

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	WVR ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	No		
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)							
Type of Issue		At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Currency	Amount				
1).	Other (Please specify)			27 March 2023		-18,400,000	
	Conversion of Class A ordinary shares to Class B ordinary shares						

2. Type of shares issuable (Note 5 and 6)	WVR ordinary shares	Class of shares	Class B	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		03690				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Other (Please specify)			27 March 2023		18,400,000	
Conversion of Class A ordinary shares to Class B ordinary shares						

Total E (WVR ordinary shares Class A): -18,400,000

Total E (WVR ordinary shares Class B): 18,400,000

Remarks:

18,400,000 Class A ordinary shares were converted to Class B ordinary shares on a one-to-one ratio pursuant to Rule 8A.21 of the Listing Rules.

Total increase / decrease (-) in WVR ordinary shares Class B during the month (i.e. Total of A to E) 66,661,586

Total increase / decrease (-) in WVR ordinary shares Class A during the month (i.e. Total of A to E) -18,400,000

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Xu Sijia

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"